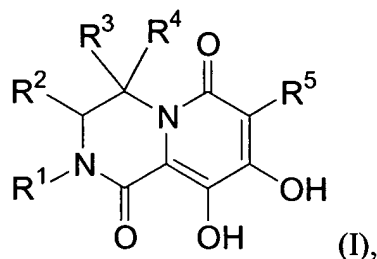


IN THE CLAIMS

The listing of the claims which follows replaces any and all prior versions and/or listings of the claims in the application.

1. (currently amended) A compound of Formula (I), or a pharmaceutically acceptable salt thereof:



wherein

~~R¹ is C₁₋₆ alkyl which is substituted with 1 or 2 substituents each of which is independently:~~

- ~~(1) — C₃₋₈ cycloalkyl,~~
- ~~(2) — aryl,~~
- ~~(3) — a 5- or 6-membered saturated or mono-unsaturated heterocyclic ring containing from 1 to 4 heteroatoms independently selected from N, O and S,~~
- ~~(4) — a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, or~~
- ~~(5) — a 9- or 10-membered fused bicyclic heterocycle containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein at least one of the rings is aromatic;~~

wherein

- ~~(A) — each cycloalkyl is optionally substituted with from 1 to 3 substituents, each of which is independently halo, C₁₋₆ alkyl, or O-C₁₋₆ alkyl;~~
- ~~(B) — each aryl is optionally substituted with from 1 to 5 substituents each of which is independently~~
 - ~~(1) — C₁₋₆ alkyl, optionally substituted with from 1 to 3 substituents each of which is independently OH, O-C₁₋₆ alkyl, O-C₁₋₆ haloalkyl, CN, NO₂, N(R^aR^b), C(=O)N(R^aR^b), C(=O)R^a, CO₂R^e, S(O)_nR^e, SO₂N(R^aR^b), N(R^a)C(=O)R^b, N(R^a)CO₂R^e, N(R^a)SO₂R^e, N(R^a)SO₂N(R^aR^b), OC(=O)N(R^aR^b), or N(R^a)C(=O)N(R^aR^b),~~

- (2) ~~O-C₁₋₆-alkyl, optionally substituted with from 1 to 3 substituents each of which is independently OH, O-C₁₋₆-alkyl, O-C₁₋₆-haloalkyl, S(O)_nRe, C(=O)N(RaRb), SO₂N(RaRb), N(Ra)C(=O)Rb, N(Ra)CO₂Re, N(Ra)SO₂Re, N(Ra)SO₂N(RaRb), OC(=O)N(RaRb), or N(Ra)C(=O)N(RaRb);~~
- (3) ~~C₁₋₆-haloalkyl;~~
- (4) ~~O-C₁₋₆-haloalkyl;~~
- (5) ~~OH;~~
- (6) ~~halo;~~
- (7) ~~CN;~~
- (8) ~~NO₂;~~
- (9) ~~N(RaRb);~~
- (10) ~~C(=O)N(RaRb);~~
- (11) ~~C(=O)Ra;~~
- (12) ~~CO₂Re;~~
- (13) ~~SRe;~~
- (14) ~~S(=O)Re;~~
- (15) ~~SO₂Re;~~
- (16) ~~N(Ra)SO₂Re;~~
- (17) ~~SO₂N(RaRb);~~
- (18) ~~N(Ra)C(=O)Rb;~~
- (19) ~~N(Ra)CO₂Re; or~~
- (20) ~~phenyl;~~
- (C) ~~each saturated or mono-unsaturated heterocyclic ring is~~
 - (i) ~~optionally substituted with from 1 to 5 substituents each of which is independently halogen, C₁₋₆-alkyl, C₁₋₆-haloalkyl, O-C₁₋₆-alkyl, O-C₁₋₆-haloalkyl, or oxo; and~~
 - (ii) ~~optionally substituted with 1 or 2 substituents each of which is independently aryl or a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S; and~~
- (D) ~~each heteroaromatic ring or each fused bicyclic heterocycle is~~
 - (i) ~~optionally substituted with from 1 to 7 substituents each of which is independently halogen, C₁₋₆-alkyl, C₁₋₆-haloalkyl, O-C₁₋₆-alkyl, O-C₁₋₆-haloalkyl, or oxo; and~~

- (ii) ~~optionally substituted with 1 or 2 substituents each of which is independently aryl or C₁₋₆ alkyl aryl;~~

R¹ is -C₁₋₄ alkyl mono-substituted with aryl; wherein the aryl is optionally substituted with from 1 to 4 substituents each of which is independently

- (1) -C₁₋₄ alkyl, optionally mono-substituted with -OH, -O-C₁₋₄ alkyl, -O-C₁₋₄ haloalkyl, -CN, -N(R^aR^b), -C(=O)N(R^aR^b), -C(=O)R^a, -CO₂R^c, -S(O)_nR^c, -SO₂N(R^aR^b), -N(R^a)C(=O)R^b, -N(R^a)CO₂R^c, -N(R^a)SO₂R^c, -N(R^a)SO₂N(R^aR^b), -OC(=O)N(R^aR^b), or -N(R^a)C(=O)N(R^aR^b),
- (2) -O-C₁₋₄ alkyl, optionally mono-substituted with -OH, -O-C₁₋₄ alkyl, -O-C₁₋₄ haloalkyl, -S(O)_nR^c, -N(R^a)-CO₂R^c, -C(=O)N(R^aR^b), -SO₂N(R^aR^b), -N(R^a)C(=O)R^b, -N(R^a)CO₂R^c, -N(R^a)SO₂R^c, -N(R^a)SO₂N(R^aR^b), -OC(=O)N(R^aR^b), or -N(R^a)C(=O)N(R^aR^b),
- (3) -C₁₋₄ haloalkyl,
- (4) -O-C₁₋₄ haloalkyl,
- (5) -OH,
- (6) halo,
- (7) -CN,
- (8) -NO₂,
- (9) -N(R^aR^b),
- (10) -SR^c,
- (11) -S(=O)R^c,
- (12) -SO₂R^c,
- (13) -N(R^a)SO₂R^c,
- (14) -SO₂N(R^aR^b),
- (15) -N(R^a)C(=O)R^b,
- (16) -N(R^a)CO₂R^c, or
- (17) phenyl;

R² is -H or -C₁₋₆ alkyl;

R³ is -H, -C₁₋₆ alkyl, -C₁₋₆ haloalkyl, or -C₁₋₆ alkyl substituted with one of -OH, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, -CN, -NO₂, -N(R^aR^b), -C(=O)N(R^aR^b), -C(=O)R^a, -CO₂R^c, -S(O)_nR^c, -SO₂N(R^aR^b), -N(R^a)C(=O)R^b, -N(R^a)CO₂R^c, -N(R^a)SO₂R^c, -N(R^a)SO₂N(R^aR^b), -OC(=O)N(R^aR^b), or -N(R^a)C(=O)N(R^aR^b);

R⁴ is:

- (1) -H,
- (2) -C₁₋₆ alkyl optionally substituted with one of -OH, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, -CN, -NO₂, -N(R^aR^b), -C(=O)N(R^aR^b), -C(=O)R^a, -CO₂R^c, -S(O)_nR^c, -SO₂N(R^aR^b), -N(R^a)-C(R^b)=O, -N(R^a)SO₂R^c, -N(R^a)SO₂N(R^aR^b), -OC(=O)N(R^aR^b), -N(R^a)C(=O)N(R^aR^b), -O-C₁₋₆ alkyl-C(=O)N(R^aR^b), -S-C₁₋₆ alkyl-C(=O)N(R^aR^b), -N(R^a)-C₁₋₆ alkyl-C(=O)N(R^aR^b), or -N(SO₂R^c)-C₁₋₆ alkyl-C(=O)N(R^aR^b),
- (3) -C₁₋₆ haloalkyl,
- (4) -C(=O)R^a,
- (5) -CO₂R^c,
- (6) -C(=O)N(R^aR^b),
- (7) -SO₂N(R^aR^b),
- (8) -C₂₋₆ alkenyl,
- (9) -C₂₋₆ alkenyl-C(=O)-N(R^a)₂,
- (10) -C₂₋₅ alkynyl,
- (11) -C₂₋₅ alkynyl-CH₂N(R^a)₂,
- (12) -C₂₋₅ alkynyl-CH₂OR^a,
- (13) -C₂₋₅ alkynyl-CH₂S(O)_nR^c, or
- (14) -R^k,
- (15) -C₁₋₆ alkyl substituted with R^k,
- (16) -C₁₋₆ haloalkyl substituted with R^k,
- (17) -C₁₋₆ alkyl-O-R^k,
- (18) -C₁₋₆ alkyl-O-C₁₋₆ alkyl-R^k,
- (19) -C₁₋₆ alkyl-S(O)_n-R^k,
- (20) -C₁₋₆ alkyl-S(O)_n-C₁₋₆ alkyl-R^k,
- (21) -C₁₋₆ alkyl-N(R^a)-R^k,
- (22) -C₁₋₆ alkyl-N(R^a)-C₁₋₆ alkyl-R^k,
- (23) -C₁₋₆ alkyl-N(R^a)-C₁₋₆ alkyl-OR^k, with the proviso that the -N(R^a)- moiety and the -OR^k moiety are not both attached to the same carbon of the -C₁₋₆ alkyl-moiety,
- (24) -C₁₋₆ alkyl-C(=O)-R^k,
- (25) -C₁₋₆ alkyl-C(=O)N(R^a)-R^k,
- (26) -C₁₋₆ alkyl-N(R^a)C(=O)-R^k,
- (27) -C₁₋₆ alkyl-C(=O)N(R^a)-C₁₋₆ alkyl-R^k, or
- (28) -C₁₋₆ alkyl-N(R^a)-C₀₋₆ alkyl-S(O)_nR^k;

wherein R^k is

- (i) aryl, which is optionally substituted with from 1 to 5 substituents each of which is independently -C₁₋₆ alkyl, -C₁₋₆ alkyl-OH, -C₁₋₆ alkyl-O-C₁₋₆ alkyl, -C₁₋₆ alkyl-O-C₁₋₆ haloalkyl, -C₁₋₆ alkyl-N(R^aR^b), -C₁₋₆ alkyl-C(=O)N(R^aR^b), -C₁₋₆ alkyl-C(=O)R^a, -C₁₋₆ alkyl-CO₂R^c, -C₁₋₆ alkyl-S(O)_nR^c, -O-C₁₋₆ alkyl, -C₁₋₆ haloalkyl, -O-C₁₋₆ haloalkyl, -OH, halo, -N(R^aR^b), -C(=O)N(R^aR^b), -C(=O)R^a, -CO₂R^c, -S(O)_nR^c, or -SO₂N(R^aR^b);
- (ii) a 4- to 7-membered saturated or mono-unsaturated heterocyclic ring containing at least one carbon atom and from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heterocyclic ring is:
 - (a) optionally substituted with from 1 to 5 substituents each of which is independently halogen, -C₁₋₆ alkyl, -C₁₋₆ haloalkyl, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, or oxo; and
 - (b) optionally mono-substituted with aryl or HetA;
wherein HetA is a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally fused with a benzene ring, and HetA is optionally substituted with from 1 to 4 substituents each of which is independently -C₁₋₆ alkyl, -C₁₋₆ haloalkyl, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, or oxo; or
- (iii) a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from optionally substituted with from 1 to 4 substituents each of which is independently -C₁₋₆ alkyl, -C₁₋₆ haloalkyl, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, or oxo;

or alternatively R³ and R⁴ are joined together to form C₅₋₈ cycloalkyl or a 5- to 7-membered saturated heterocyclic ring containing from 1 to 4 heteroatoms independently selected from N, O and S; wherein

the cycloalkyl is optionally substituted with from 1 to 3 substituents each of which is independently halo, -C₁₋₆ alkyl, or -O-C₁₋₆ alkyl; and

the heterocyclic ring is optionally substituted with from 1 to 4 substituents each of which is independently -C₁₋₆ alkyl, -C₁₋₆ haloalkyl, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, or oxo;

or alternatively:

- (i) ~~R² and R³ together form a direct bond to give a ring double bond, and R⁴ is an independent group as defined above;~~
- (ii) ~~R² and R³ together with the ring carbon atoms to which they are attached form a fused cyclopropyl ring which is optionally substituted at the non-fused cyclopropyl ring carbon with OR^d, and R⁴ is H; or~~
- (iii) ~~R² and R³ together with the ring carbon atoms to which they are attached form a fused phenyl ring or a fused pyridyl ring, and R⁴ is absent;~~

R⁵ is:

- (1) -H,
- (2) -C₁₋₆ alkyl,
- (3) -C₁₋₆ alkyl-N(R^aR^b),
- (4) -C₁₋₆ alkyl-C(=O)N(R^aR^b),
- (5) -C₁₋₆ alkyl-C(=O)R^a,
- (6) -C₁₋₆ alkyl-CO₂R^c,
- (7) -C₁₋₆ alkyl-SR^c,
- (8) -C₁₋₆ alkyl-S(=O)R^c,
- (9) -C₁₋₆ alkyl-SO₂R^c,
- (10) -C₁₋₆ alkyl-SO₂N(R^aR^b)
- (11) -C₁₋₆ haloalkyl,
- (12) -O-C₁₋₆ alkyl,
- (13) -O-C₁₋₆ haloalkyl,
- (14) halo,
- (15) -CN,
- (16) -C(=O)R^a,
- (17) -CO₂R^c,
- (18) -SR^c,
- (19) -S(=O)R^c,
- (20) -SO₂R^c,
- (21) -N(R^aR^b),
- (22) -C(=O)N(R^aR^b), or
- (23) -SO₂N(R^aR^b);
- (24) aryl
- (25) -C₁₋₆ alkyl-aryl
- (26) HetB,

- (27) -C₁₋₆ alkyl-HetB,
- (28) HetC, or
- (29) -C₁₋₆ alkyl-HetC,

wherein

HetB is a 5- or 6-membered saturated or mono-unsaturated ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the ring is optionally substituted with from 1 to 5 substituents each of which is independently halogen, -C₁₋₆ alkyl, -C₁₋₆ haloalkyl, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, oxo, -C(=O)-C₁₋₆ alkyl, -C(=O)-C₁₋₆ haloalkyl, or -C₁₋₆ alkyl-C₃₋₈ cycloalkyl; and

HetC is a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently -C₁₋₆ alkyl, -C₁₋₆ haloalkyl, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, or oxo;

each aryl is independently phenyl or naphthyl;

each R^a and R^b is independently -H or -C₁₋₆ alkyl;

each R^c is independently a -C₁₋₆ alkyl;

R^d is a -C₁₋₆ alkyl, allyl, or benzyl; and

each n is independently an integer equal to 0, 1 or 2.

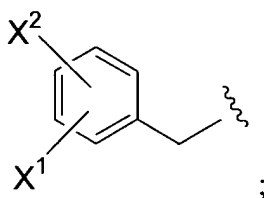
2. (canceled)

3. (currently amended) The compound according to claim 1, ~~2~~, or a pharmaceutically acceptable salt thereof, wherein R¹ is -(CH₂)₁₋₄-phenyl, wherein the phenyl is optionally substituted with from 1 to 3 substituents each of which is independently

- (1) -C₁₋₄ alkyl, optionally mono-substituted with -OH, -O-C₁₋₄ alkyl, -O-C₁₋₄ haloalkyl, -CN, -N(R^aR^b), -C(=O)N(R^aR^b), -C(=O)R^a, -CO₂R^c, -S(O)_nR^c, or -SO₂N(R^aR^b),
- (2) -O-C₁₋₄ alkyl,
- (3) -C₁₋₄ haloalkyl,

- (4) -O-C₁₋₄ haloalkyl,
- (5) -OH,
- (6) halo,
- (7) -CN,
- (8) -NO₂,
- (9) -N(R^aR^b),
- (10) -SR^c,
- (11) -S(=O)R^c,
- (12) -SO₂R^c,
- (13) -N(R^a)SO₂R^c,
- (14) -SO₂N(R^aR^b),
- (15) -N(R^a)C(=O)R^b,
- (16) -N(R^a)CO₂R^c, or
- (17) phenyl.

4. (original) The compound according to claim 3, or a pharmaceutically acceptable salt thereof, wherein R¹ is:



wherein X¹ and X² are each independently

- (1) -H,
- (2) methyl,
- (3) ethyl,
- (4) methoxy,
- (5) ethoxy,
- (6) -CF₃,
- (7) fluoro,
- (8) bromo,
- (9) chloro,
- (10) -CN,
- (11) -S-CH₃, or

(12) phenyl.

5. (original) The compound according to claim 4, or a pharmaceutically acceptable salt thereof, wherein R¹ is 4-fluorobenzyl.

6. (original) The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

R² is -H or -C₁₋₄ alkyl;

R³ is -H or -C₁₋₄ alkyl; and

R⁴ is:

- (1) -H,
- (2) -C₁₋₄ alkyl optionally substituted with one of -OH, -O-C₁₋₄ alkyl, -O-C₁₋₄ haloalkyl, -CN, -N(R^aR^b), -C(=O)N(R^aR^b), -C(=O)R^a, -CO₂R^c, -S(O)_nR^c, -SO₂N(R^aR^b), -N(R^a)-C(R^b)=O, -N(R^a)SO₂R^b, or -N(R^a)SO₂N(R^aR^b),
- (3) -C(=O)N(R^aR^b),
- (4) -R^k,
- (5) -C₁₋₄ alkyl substituted with R^k,
- (6) -C₁₋₄ alkyl-O-R^k, or
- (7) -C₁₋₄ alkyl-O-C₁₋₄ alkyl-R^k.

7. (original) The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein R⁵ is:

- (1) -H,
- (2) -C₁₋₄ alkyl,
- (3) -C₁₋₄ alkyl-N(R^aR^b),
- (4) -C₁₋₄ alkyl-C(=O)N(R^aR^b),
- (5) -C₁₋₄ alkyl-SO₂N(R^aR^b)
- (6) -C₁₋₄ haloalkyl,
- (7) halo,
- (8) -CN,
- (9) aryl
- (10) -C₁₋₄ alkyl-aryl
- (11) HetB,

- (12) -C₁₋₄ alkyl-HetB,
- (13) HetC, or
- (14) -C₁₋₄ alkyl-HetC,

wherein

HetB is a 5- or 6-membered saturated ring containing a total of from 1 to 4 heteroatoms independently selected from 1 to 4 N atoms, from 0 to 2 O atoms, and from 0 to 2 S atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently halogen, -C₁₋₄ alkyl, -C₁₋₄ haloalkyl, -O-C₁₋₄ alkyl, -O-C₁₋₄ haloalkyl, oxo, -C(=O)-C₁₋₄ alkyl, -C(=O)-C₁₋₄ haloalkyl, or -C₁₋₄ alkyl-C₃₋₆ cycloalkyl; and

HetC is a 5- or 6-membered heteroaromatic ring containing a total of from 1 to 4 heteroatoms independently selected from 1 to 4 N atoms, from 0 to 2 O atoms, and from 0 to 2 S atoms, wherein the heteroaromatic ring is optionally substituted with from 1 to 3 substituents each of which is independently -C₁₋₄ alkyl, -C₁₋₄ haloalkyl, -O-C₁₋₄ alkyl, -O-C₁₋₄ haloalkyl, or oxo.

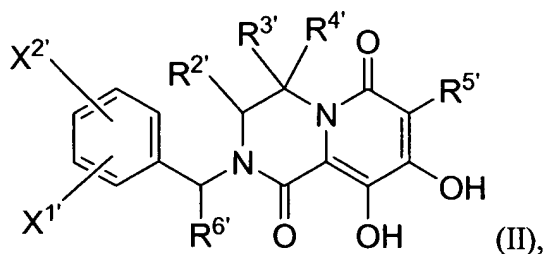
8. (original) The compound according to claim 7, or a pharmaceutically acceptable salt thereof, wherein R⁵ is:

- (1) -H,
- (2) -C₁₋₄ alkyl,
- (3) -C₁₋₄ alkyl-N(R^aR^b),
- (4) halo,
- (5) -CN, or
- (6) -C₁₋₄ alkyl-HetB;

wherein

HetB is a 5- or 6-membered saturated ring containing 1 or 2 N atoms and carbon atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently halogen, -C₁₋₄ alkyl, -C₁₋₄ haloalkyl, -O-C₁₋₄ alkyl, -O-C₁₋₄ haloalkyl, oxo, -C(=O)-C₁₋₄ alkyl, -C(=O)-C₁₋₄ haloalkyl, or -C₁₋₄ alkyl-C₃₋₆ cycloalkyl.

9. (currently amended) A compound of Formula (II), or a pharmaceutically acceptable salt thereof:



wherein:

X1' and X2' are each independently:

- (1) -H,
- (2) C₁₋₄ alkyl,
- (2) -O-C₁₋₄ alkyl,
- (3) -C₁₋₄ haloalkyl,
- (4) -O-C₁₋₄ haloalkyl,
- (5) halo,
- (6) -CN,
- (7) -S-C₁₋₄ alkyl, or
- (8) phenyl;

R2' is -H or -C₁₋₄ alkyl;

R3' is -H or -C₁₋₄ alkyl;

R4' is:

- (1) -H,
- (2) -C₁₋₄ alkyl optionally substituted with one of -OH, -N(R^aR^b'), or -C(=O)N(R^aR^b'),
- (3) -C(=O)N(R^aR^b'),
- (4) -(CH₂)₁₋₃-R^k',
- (5) -(CH₂)₁₋₃-O-R^k', or
- (6) -(CH₂)₁₋₃-O-(CH₂)₁₋₃-R^k';

wherein R^k' is:

- (i) phenyl, which is optionally substituted with from 1 to 3 substituents each of which is independently -C₁₋₄ alkyl, -O-C₁₋₄ alkyl, -C₁₋₄ haloalkyl, -O-C₁₋₄ haloalkyl, or halo; or

- (ii) HetD, wherein HetD is a 5- or 6-membered saturated ring containing 1 or 2 N atoms, 0 or 1 S atoms, and a balance of carbon atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently halo, -C₁₋₄ alkyl, -C₁₋₄ haloalkyl, -O-C₁₋₄ alkyl, -O-C₁₋₄ haloalkyl, or oxo;

or alternatively:

- (i) ~~R^{2'} and R^{3'} together form a direct bond to give a ring double bond, and R^{4'} is an independent group as defined above;~~
- (ii) ~~R^{2'} and R^{3'} together with the ring carbon atoms to which they are attached form a fused cyclopropyl ring which is optionally substituted at the non-fused cyclopropyl ring carbon with -OR^{d'}, and R^{4'} is -H; or~~
- (iii) ~~R^{2'} and R^{3'} together with the ring carbon atoms to which they are attached form a fused phenyl ring or a fused pyridyl ring, and R^{4'} is absent;~~

R^{5'} is:

- (1) -H,
- (2) -C₁₋₄ alkyl,
- (3) -C₁₋₄ alkyl-N(R^{a'}R^{b'}),
- (4) halo,
- (5) -CN, or
- (6) -(CH₂)₁₋₃-HetB;

wherein

HetB is a 5- or 6-membered saturated ring containing 1 or 2 N atoms, zero or 1 O atom, zero or 1 S atom, and a balance of carbon atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently halogen, -C₁₋₄ alkyl, -C₁₋₄ haloalkyl, -O-C₁₋₄ alkyl, -O-C₁₋₄ haloalkyl, oxo, -C(=O)-C₁₋₄ alkyl, -C(=O)-C₁₋₄ haloalkyl, or -C₁₋₄ alkyl-C₃₋₆ cycloalkyl;

R^{6'} is -H or methyl;

each R^{a'} and R^{b'} is independently -H or -C₁₋₄ alkyl; and

R^{d'} is -C₁₋₄ alkyl, allyl, or benzyl.

10. (currently amended) A compound according to claim 9, or a pharmaceutically acceptable salt thereof, wherein:

wherein X1' and X2' are each independently:

- (1) -H,
- (2) methyl,
- (2) -OCH₃,
- (3) -CF₃,
- (4) -O-CF₃,
- (5) chloro,
- (6) fluoro,
- (7) bromo;
- (6) -CN,
- (7) -S-CH₃, or
- (8) phenyl;

R2' is -H or methyl;

R3' is -H or methyl;

R4' is:

- (1) -H,
- (2) methyl,
- (3) -CH₂OH,
- (3) -C(=O)N(CH₃)₂,
- (4) -CH₂-R^{k'}, or
- (5) -CH₂-O-CH₂-R^{k'};

wherein R^{k'} is:

- (i) phenyl, which is optionally substituted with from 1 to 3 substituents each of which is independently -CH₃, -OCH₃, -CF₃, -OCF₃, chloro, bromo or fluoro; or
- (ii) HetD, wherein HetD is a 5- or 6-membered saturated ring containing 1 or 2 N atoms, 0 or 1 S atoms, and a balance of carbon atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently chloro, bromo, fluoro, -CH₃, -CF₃, -OCH₃, -OCF₃, or oxo;

or alternatively:

- (i) ~~R^{2'} and R^{3'} together form a direct bond to give a ring double bond, and R^{4'} is an independent group as defined above;~~
- (ii) ~~R^{2'} and R^{3'} together with the ring carbon atoms to which they are attached form a fused cyclopropyl ring which is optionally substituted at the non-fused cyclopropyl ring carbon with -OMe, -OEt, -O allyl, or -O benzyl, and R^{4'} is -H; or~~
- (iii) ~~R^{2'} and R^{3'} together with the ring carbon atoms to which they are attached form a fused phenyl ring or a fused pyridyl ring, and R^{4'} is absent;~~

R^{5'} is:

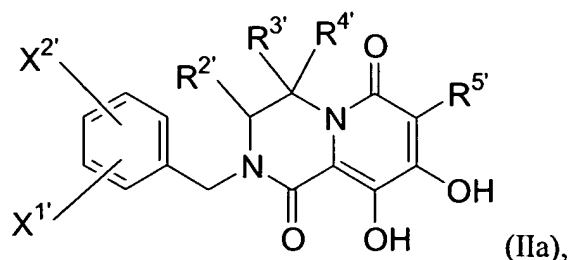
- (1) -H,
- (2) methyl,
- (3) -(CH₂)₁₋₂-N(CH₃)₂,
- (4) fluoro,
- (5) bromo,
- (6) iodo,
- (7) -CN, or
- (8) -CH₂-HetB;

wherein

HetB is a 5- or 6-membered saturated ring containing 1 or 2 N atoms, zero or 1 O atom, zero or 1 S atom, and a balance of carbon atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently chloro, bromo, fluoro, -CH₃, -CF₃, -OCH₃, -OCF₃, oxo, -C(=O)-CH₃, -C(=O)-CF₃, or -CH₂-cyclopropyl; and

R^{6'} is -H or methyl.

11. (currently amended) The compound according to claim 9, which is a compound of Formula (IIa), or a pharmaceutically acceptable salt thereof:



wherein:

X1' and X2' are each independently:

- (1) -H,
- (2) C₁₋₄ alkyl,
- (2) -O-C₁₋₄ alkyl,
- (3) -C₁₋₄ haloalkyl,
- (4) -O-C₁₋₄ haloalkyl, or
- (5) halo;

R2' is -H or -C₁₋₄ alkyl;

R3' is -H or -C₁₋₄ alkyl;

~~or alternatively R2' and R3' together form a direct bond to give a ring double bond;~~

R4' is:

- (1) -H,
- (2) -C₁₋₄ alkyl optionally substituted with one of -OH, -N(R^aR^b'), or -C(=O)N(R^aR^b'),
- (3) -C(=O)N(R^aR^b'),
- (4) -(CH₂)₁₋₃-R^k' ,
- (5) -(CH₂)₁₋₃-O-R^k' , or
- (6) -(CH₂)₁₋₃-O-(CH₂)₁₋₃-R^k' ;

wherein R^k' is:

- (i) phenyl, which is optionally substituted with from 1 to 3 substituents each of which is independently -C₁₋₄ alkyl, -O-C₁₋₄ alkyl, -C₁₋₄ haloalkyl, -O-C₁₋₄ haloalkyl, or halo; or
- (ii) HetD, wherein HetD is a 5- or 6-membered saturated ring containing 1 or 2 N atoms, 0 or 1 S atoms, and a balance of carbon atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently halo, -C₁₋₄ alkyl, -C₁₋₄ haloalkyl, -O-C₁₋₄ alkyl, -O-C₁₋₄ haloalkyl, or oxo;

R5' is:

- (1) -H,

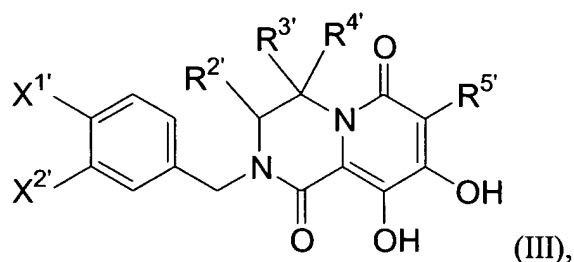
- (2) -C₁₋₄ alkyl,
- (3) -C₁₋₄ alkyl-N(R^{a'}R^{b'}),
- (4) halo,
- (5) -CN, or
- (6) -(CH₂)₁₋₃-HetB;

wherein

HetB is a 5- or 6-membered saturated ring containing 1 or 2 N atoms and carbon atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently halogen, -C₁₋₄ alkyl, -C₁₋₄ haloalkyl, -O-C₁₋₄ alkyl, -O-C₁₋₄ haloalkyl, or oxo; and

each R^{a'} and R^{b'} is independently -H or -C₁₋₄ alkyl.

12. (original) The compound according to claim 9, which is a compound of Formula (III), or a pharmaceutically acceptable salt thereof:



wherein:

X^{1'} and X^{2'} are each independently -H or halo.

13. (currently amended) The compound according to claim 12, or a pharmaceutically acceptable salt thereof,

wherein X^{1'} and X^{2'} are each independently -H, fluoro, chloro, or bromo;

R^{2'} is -H or methyl;

R^{3'} is -H or methyl;

R^{4'} is:

- (1) -H,
- (2) methyl,
- (3) -CH₂OH,
- (3) -C(=O)N(CH₃)₂,
- (4) -CH₂-R^{k'}, or
- (5) -CH₂-O-CH₂-R^{k'};

wherein R^{k'} is:

- (i) phenyl, which is optionally substituted with from 1 to 3 substituents each of which is independently -CH₃, -OCH₃, -CF₃, -OCF₃, chloro, bromo or fluoro; or
- (ii) HetD, wherein HetD is a 5- or 6-membered saturated ring containing 1 or 2 N atoms, 0 or 1 S atoms, and a balance of carbon atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently chloro, bromo, fluoro, -CH₃, -CF₃, -OCH₃, -OCF₃, or oxo; and

or alternatively:

- ~~(i) — R^{2'} and R^{3'} together form a direct bond to give a ring double bond, and R^{4'} is an independent group as defined above;~~
- ~~(ii) — R^{2'} and R^{3'} together with the ring carbon atoms to which they are attached form a fused cyclopropyl ring which is optionally substituted at the non-fused cyclopropyl ring carbon with —OR^{d'}, and R^{4'} is —H; or~~
- ~~(iii) — R^{2'} and R^{3'} together with the ring carbon atoms to which they are attached form a fused phenyl ring or a fused pyridyl ring, and R^{4'} is absent;~~

R^{5'} is:

- (1) -H,
- (2) methyl,
- (3) -(CH₂)₁₋₂-N(CH₃)₂,
- (4) fluoro,
- (5) bromo,
- (6) iodo,
- (7) -CN, or
- (8) -CH₂-HetB;

wherein

HetB is a 5- or 6-membered saturated ring containing 1 or 2 N atoms, zero or 1 O atom, zero or 1 S atom, and a balance of carbon atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently chloro, bromo, fluoro, -CH₃, -CF₃, -OCH₃, -OCF₃, oxo, -C(=O)-CH₃, -C(=O)-CF₃, or -CH₂-cyclopropyl.

14. (original) The compound according to claim 13, or a pharmaceutically acceptable salt thereof, wherein X^{1'} is fluoro and X^{2'} is -H.

15. (currently amended) A compound selected from the group consisting of:

2-benzyl-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-7-methyl-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-7-bromo-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-7-iodo-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(3-chlorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-chlorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione

2-(3,4-dichlorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(3,4-difluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione

2-(3-chloro-4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione

2-(4-fluorobenzyl)-8,9-dihydroxy-7-(piperidin-1-ylmethyl)-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(3-chloro-4-fluorobenzyl)-8,9-dihydroxy-7-(piperidin-1-ylmethyl)-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-7-[(dimethylamino)methyl]-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-2H-pyrido[1,2-*a*]pyrazine-1,6-dione

2-benzyl-8,9-dihydroxy-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-4-methyl-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione

2-(4-fluorobenzyl)-8,9-dihydroxy-4,4-dimethyl-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-3-methyl-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-1,6-dioxo-1,3,4,6-tetrahydro-2H-pyrido[1,2-*a*]-pyrazine-7-carbonitrile;

2-(4-fluorobenzyl)-8,9-dihydroxy-7-[(4-methyl-3-oxopiperazin-1-yl)methyl]-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-7-[(3-oxopiperazin-1-yl)methyl]-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

4-[(benzyloxy)methyl]-2-(4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

4-(hydroxymethyl)-2-(4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

4-[(1,1-dioxido-1,2-thiazinan-2-yl)methyl]-2-(4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

~~2-(4-fluorobenzyl)-8,9-dihydroxy-7-(piperidin-1-ylmethyl)-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;~~

~~2-(4-fluorobenzyl)-8,9-dihydroxy-7-[(3-oxopiperazin-1-yl)methyl]-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;~~

~~2-(4-fluorobenzyl)-8,9-dihydroxy-7-[(4-methyl-3-oxopiperazin-1-yl)methyl]-2H-pyrido[1,2-a]pyrazine-1,6-dione;~~

~~2-(4-fluorobenzyl)-8,9-dihydroxy-7-[(morpholin-4-yl)methyl]-2H-pyrido[1,2-a]pyrazine-1,6-dione;~~

~~2-(4-fluorobenzyl)-8,9-dihydroxy-7-[(thiomorpholin-4-yl)methyl]-2H-pyrido[1,2-a]pyrazine-1,6-dione;~~

~~2-[4-fluoro-2-(methylthio)benzyl]-8,9-dihydroxy-2H-pyrido[1,2-a]pyrazine-1,6-dione;~~

7-[(1-acetylpiperidin-4-yl)methyl]-2-(4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-7-{[1-(trifluoroacetyl)piperidin-4-yl]methyl}-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,6-dione;

7-{[1-(cyclopropylmethyl)piperidin-3-yl]methyl}-2-(4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,6-dione;

7-[(1-acetylpiperidin-3-yl)methyl]-2-(4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,6-dione;

7-[(1-acetylpiperidin-2-yl)methyl]-2-(4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,6-dione;

7-{[1-(cyclopropylmethyl)piperidin-2-yl]methyl}-2-(4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,6-dione;

2-(3-cyanobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,6-dione

2-(biphenyl-3-ylmethyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,6-dione

~~(±) 1-[(benzyloxy)methyl]-2-(4-fluorobenzyl)-4,5-dihydroxy-1,1a,2,8a-tetrahydrocyclopropa[e]pyrido[1,2-a]pyrazine-3,7-dione;~~

~~(±) 1-(methoxymethyl)-2-(4-fluorobenzyl)-4,5-dihydroxy-1,1a,2,8a-tetrahydrocyclopropa[e]pyrido[1,2-a]pyrazine-3,7-dione;~~

~~(±) 1-[(allyloxy)methyl]-2-(4-fluorobenzyl)-4,5-dihydroxy-1,1a,2,8a-tetrahydrocyclopropa[e]pyrido[1,2-a]pyrazine-3,7-dione;~~

~~(±) 1-(ethoxymethyl)-2-(4-fluorobenzyl)-4,5-dihydroxy-1,1a,2,8a-tetrahydrocyclopropa[e]pyrido[1,2-a]pyrazine-3,7-dione;~~

~~(±) 1-(n-propoxymethyl)-2-(4-fluorobenzyl)-4,5-dihydroxy-1,1a,2,8a-tetrahydrocyclopropa[e]pyrido[1,2-a]pyrazine-3,7-dione;~~

~~2-[1-(4-fluorophenyl)ethyl]-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,6-dione;~~

~~5-(4-fluorobenzyl)-7,8-dihydroxy-5H-pyrido[1,2-a]quinoxaline-6,10-dione;~~

~~5-(4-fluorobenzyl)-7,8-dihydroxy-5H-pyrido[1,2-a:3',2'-c]pyrazine-6,10-dione;~~

~~5-(4-fluorobenzyl)-7,8-dihydroxy-5H-pyrido[1,2-a:2',3'-c]pyrazine-6,10-dione;~~

and pharmaceutically acceptable salts thereof.

16. (currently amended) A pharmaceutical composition comprising a ~~therapeutically effective amount of~~ a compound according to claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

17. (canceled)

18. (previously presented/withdrawn) A method for treating infection by HIV or for treating or delaying the onset of AIDS in a subject in need thereof which comprises administering to the subject a therapeutically effective amount of the compound according to claim 1, or a pharmaceutically acceptable salt thereof.

19. (canceled)

20. (previously presented/withdrawn) A combination useful for treating infection by HIV, or for treating or delaying the onset of AIDS, which is a therapeutically effective amount of a compound according to claim 1, or a pharmaceutically acceptable salt thereof, and a therapeutically effective amount of an HIV infection/AIDS antiviral agent selected from the group consisting of HIV protease inhibitors, non-nucleoside HIV reverse transcriptase inhibitors and nucleoside HIV reverse transcriptase inhibitors.